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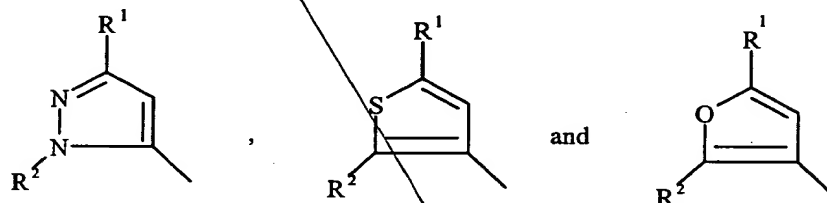
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WHAT IS CLAIMED IS:

1. A compound of formula I and pharmaceutically acceptable salts thereof



wherein A is a heteroaryl selected from the group consisting of



wherein R^1 is selected from the group consisting of C_3 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, up to per-halosubstituted C_1 - C_{10} alkyl and up to per-halosubstituted C_3 - C_{10} cycloalkyl;

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B is a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n ,

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wherein n is 0-3 and each X is independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2R^5$, $-\text{C}(\text{O})\text{NR}^5R^5$, $-\text{C}(\text{O})R^5$, $-\text{NO}_2$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5R^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$, $-\text{NR}^5\text{C}(\text{O})R^5$, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_7 - C_{24} alkaryl, C_3 - C_{13} heteroaryl, C_4 - C_{23} alkheteroaryl, substituted C_1 - C_{10} alkyl, substituted C_3 - C_{10} cycloalkyl, substituted C_4 - C_{23} alkheteroaryl and $-\text{Y}-\text{Ar}$;

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push B'

where X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{NO}_2$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$ and halogen up to per-halosubstitution;

wherein R^5 and R^5 are independently selected from H , $\text{C}_1\text{-C}_{10}$ alkyl, $\text{C}_3\text{-C}_{10}$ cycloalkyl, $\text{C}_6\text{-C}_{14}$ aryl, $\text{C}_3\text{-C}_{13}$ heteroaryl, $\text{C}_7\text{-C}_{24}$ alkaryl, $\text{C}_4\text{-C}_{23}$ alkheteroaryl, up to per-halosubstituted $\text{C}_1\text{-C}_{10}$ alkyl, up to per-halosubstituted $\text{C}_3\text{-C}_{10}$ cycloalkyl, up to per-halosubstituted $\text{C}_6\text{-C}_{14}$ aryl and up to per-halosubstituted $\text{C}_3\text{-C}_{13}$ heteroaryl,

wherein Y is $-\text{O}-$, $-\text{S}-$, $-\text{N}(\text{R}^5)-$, $-(\text{CH}_2)_m-$, $-\text{C}(\text{O})-$, $-\text{CH}(\text{OH})-$, $-(\text{CH}_2)_m\text{O}-$, $-(\text{CH}_2)_m\text{S}-$, $-(\text{CH}_2)_m\text{N}(\text{R}^5)-$, $-\text{O}(\text{CH}_2)_m-$, $-\text{CHX}^a-$, $-\text{CX}^a_2-$, $-\text{S}(\text{CH}_2)_m-$ and $-\text{N}(\text{R}^5)(\text{CH}_2)_m-$, $m = 1-3$, and X^a is halogen; and

Ar is a 5- or 6-member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1} , wherein $n1$ is 0 to 3 and each Z is independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5$, $-\text{NO}_2$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $\text{C}_1\text{-C}_{10}$ alkyl, $\text{C}_3\text{-C}_{10}$ cycloalkyl, $\text{C}_6\text{-C}_{14}$ aryl, $\text{C}_3\text{-C}_{13}$ heteroaryl, $\text{C}_7\text{-C}_{24}$ alkaryl, $\text{C}_4\text{-C}_{23}$ alkheteroaryl, substituted $\text{C}_1\text{-C}_{10}$ alkyl, substituted $\text{C}_3\text{-C}_{10}$ cycloalkyl, substituted $\text{C}_7\text{-C}_{24}$ alkaryl and substituted $\text{C}_4\text{-C}_{23}$ alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NO}_2$, $-\text{NR}^5\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$ and $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$, and

wherein R^2 is $\text{C}_6\text{-C}_{14}$ aryl, $\text{C}_3\text{-C}_{14}$ heteroaryl, substituted $\text{C}_6\text{-C}_{14}$ aryl or substituted $\text{C}_3\text{-C}_{14}$ heteroaryl,

wherein if R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and V_n ,

wherein $n = 0-3$ and each V is independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$, $-\text{SO}_2\text{R}^5$, $-\text{SOR}^5$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $-\text{NO}_2$, $\text{C}_1\text{-C}_{10}$ alkyl, $\text{C}_3\text{-C}_{10}$ cycloalkyl, $\text{C}_6\text{-C}_{14}$ aryl, $\text{C}_3\text{-C}_{13}$ heteroaryl, $\text{C}_7\text{-C}_{24}$ alkaryl, $\text{C}_4\text{-C}_{24}$ alkheteroaryl, substituted $\text{C}_1\text{-C}_{10}$ alkyl, substituted $\text{C}_3\text{-C}_{10}$ cycloalkyl, substituted $\text{C}_6\text{-C}_{14}$ aryl, substituted $\text{C}_3\text{-C}_{13}$ heteroaryl, substituted $\text{C}_7\text{-C}_{24}$ alkaryl and substituted $\text{C}_4\text{-C}_{24}$ alkheteroaryl,

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where if V is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, -CN, -CO₂R⁵, -C(O)R⁵, -C(O)NR⁵R⁵, -NR⁵R⁵, -OR⁵, -SR⁵, -NR⁵C(O)R⁵, -NR⁵C(O)OR⁵ and -NO₂;

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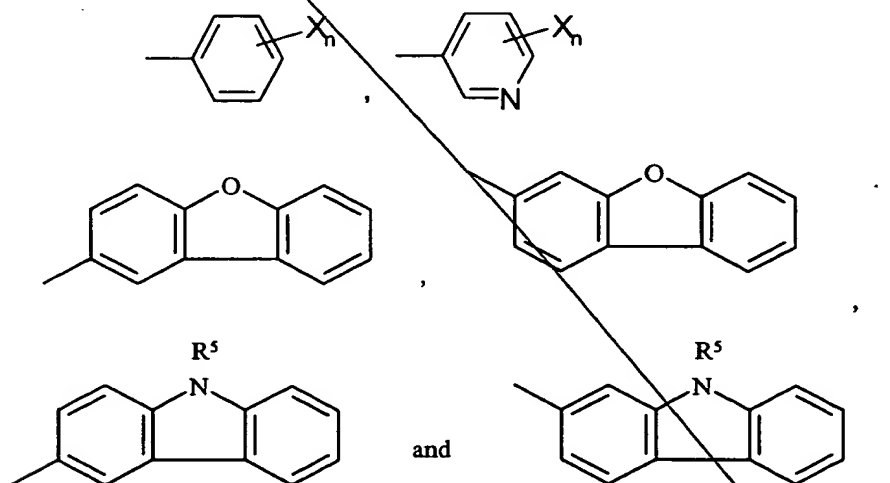
wherein R⁵ and R⁵ are each independently as defined above.

2. A compound of claim 1, wherein R² is substituted or unsubstituted phenyl or pyridinyl, and the substituents for R² are selected from the group consisting of halogen, up to per-halosubstitution and V_n, wherein n = 0-3, and each V is independently selected from the group consisting of substituted and unsubstituted C₁-C₆ alkyl, C₃-C₁₀ cycloalkyl, C₆-C₁₀ aryl, -NO₂, -NH₂, -C(O)-C₁₋₆ alkyl, -C(O)N-(C₁₋₆ alkyl)₂, -C(O)NH-C₁₋₆ alkyl, -O-C₁₋₆ alkyl, -NHC(O)H, -NHC(O)OH, -N(C₁₋₆ alkyl)C(O)-C₁₋₆ alkyl, -N-(C₁₋₆ alkyl)C(O)-C₁₋₆ alkyl, -NHC(O)-C₁₋₆ alkyl, -NHC(O)O-C₁₋₆ alkyl, -S(O)-C₁₋₆ alkyl and -SO₂-C₁₋₆ alkyl,

wherein if V is a substituted group, it is substituted by one or more halogen, up to per-halosubstitution.

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3. A compound of claim 2, wherein B is up to a tricyclic aromatic ring structure selected from the group consisting of



which is substituted or unsubstituted by halogen, up to per-halosubstitution, and wherein

$n = 0-3$ and

each X is independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{NO}_2$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_7 - C_{24} alkaryl, C_3 - C_{13} heteroaryl, C_4 - C_{23} alkheteroaryl, and substituted C_1 - C_{10} alkyl, substituted C_3 - C_{10} cycloalkyl, substituted C_4 - C_{23} alkheteroaryl and $-\text{Y-Ar}$;

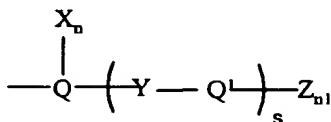
wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{NO}_2$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$ and halogen up to per-halosubstitution;

wherein R^5 and R^5 are independently selected from H, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} heteroaryl, C_7 - C_{24} alkaryl, C_4 - C_{23} alkheteroaryl, up to per-halosubstituted C_1 - C_{10} alkyl, up to per-halosubstituted C_3 - C_{10} cycloalkyl, up to per-halosubstituted C_6 - C_{14} aryl and up to per-halosubstituted C_3 - C_{13} heteroaryl,

wherein Y is $-\text{O}-$, $-\text{S}-$, $-\text{N}(\text{R}^5)-$, $-(\text{CH}_2)_m-$, $-\text{C}(\text{O})-$, $-\text{CH}(\text{OH})-$, $-(\text{CH}_2)_m\text{O}-$, $-(\text{CH}_2)_m\text{S}-$, $-(\text{CH}_2)_m\text{N}(\text{R}^5)-$, $-\text{O}(\text{CH}_2)_m-$, $-\text{CHX}^a-$, $-\text{CX}^a_2-$, $-\text{S}-(\text{CH}_2)_m-$ and $-\text{N}(\text{R}^5)(\text{CH}_2)_m-$, $m = 1-3$, and X^a is halogen; and

Ar is a 5- or 6-member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halo substitution and optionally substituted by Z_{n1} , wherein $n1$ is 0 to 3 and each Z is independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{NO}_2$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} heteroaryl, C_7 - C_{24} alkaryl, C_4 - C_{23} alkheteroaryl, substituted C_1 - C_{10} alkyl, substituted C_3 - C_{10} cycloalkyl, substituted C_7 - C_{24} alkaryl and substituted C_4 - C_{23} alkheteroaryl; wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NO}_2$, $-\text{NR}^5\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$ and $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$.

4. A compound of claim 1, wherein B is



wherein

Y is selected from the group consisting of -O-, -S-, -CH₂-, -SCH₂-, -CH₂S-, -CH(OH)-, -C(O)-, -CX^a₂-, -CX^aH-, -CH₂O- and -OCH₂-,

- 5 X^a is halogen,

Q is a six member aromatic structure containing 0-2 nitrogen, substituted or unsubstituted by halogen, up to per-halosubstitution;

- 10 Q¹ is a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution,

X, Z, n and n1 are as defined in claim 1, and s = 0 or 1.

5. A compound of claim 4, wherein

- 15 Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q¹ is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo substitution, or Y-Q¹ is phthalimidinyl substituted or unsubstituted by halogen up to per-halo substitution, and

- 20 Z and X are independently selected from the group consisting of -R⁶-, -OR⁶ and -NHR⁷, wherein R⁶ is hydrogen, C₁-C₁₀-alkyl or C₃-C₁₀-cycloalkyl and R⁷ is selected from the group consisting of hydrogen, C₃-C₁₀-alkyl, C₃-C₆-cycloalkyl and C₆-C₁₀-aryl, wherein R⁶ and R⁷ can be substituted by halogen or up to per-halosubstitution.

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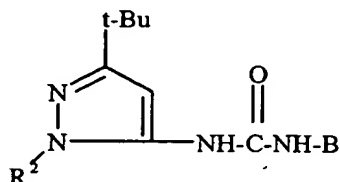
6. A compound of claim 1, wherein R¹ is t-butyl and R² is unsubstituted or substituted phenyl.

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7. A compound of claim 4, wherein Q is phenyl, Q' is phenyl or pyridinyl, Y is -O-, -S- or -CH₂-, and X and Z are independently Cl, F, NO₂ or CF₃.

8. A compound of claim 7, wherein R¹ is t-butyl.

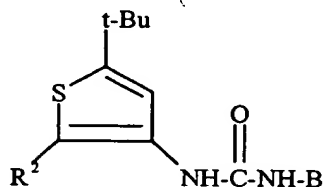
9. A compound of claim 1 of the formula



wherein B and R² are as defined in claim 1.

10. A compound of claim 9, wherein R² is selected from substituted and unsubstituted members of the group consisting of phenyl and pyridinyl, wherein if R² is a substituted group, it is substituted by one or more of the substituents selected from the group consisting of halogen and W_n, wherein n = 0-3, and W is selected from the group consisting of -NO₂, -C₁₋₃ alkyl, -NH(O)CH₃, -CF₃, -OCH₃, -F, -Cl, -NH₂, -SO₂CH₃, pyridinyl, phenyl, up to per-halosubstituted phenyl and C₁-C₆ alkyl substituted phenyl.

11. A compound of claim 1 of the formula

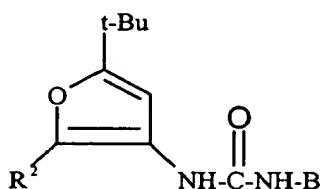


wherein B and R² are as defined in claim 1.

12.. A compound of claim 11, wherein R² is selected from substituted and unsubstituted members of the group consisting of phenyl and pyridinyl, wherein if R² is a substituted group, it is substituted by one or more substituents selected from the

group consisting of halogen and W_n , wherein $n = 0-3$, and W is selected from the group consisting of $-\text{NO}_2$, $-\text{C}_{1-3}$ alkyl, $-\text{NH}(\text{O})\text{CH}_3$, $-\text{CF}_3$, $-\text{OCH}_3$, $-\text{F}$, $-\text{Cl}$, $-\text{NH}_2$, $-\text{SO}_2\text{CH}_3$, pyridinyl, phenyl, up to per-halosubstituted phenyl and $\text{C}_1\text{-C}_6$ alkyl substituted phenyl.

13. A compound of claim 1 of the formula



wherein B and R^2 are as defined in claim 1.

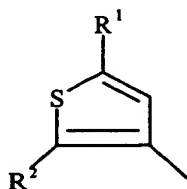
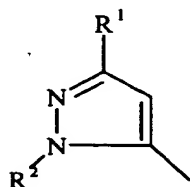
14. A compound of claim 13, wherein R^2 is selected from substituted and unsubstituted members of the group consisting of phenyl and pyridinyl, wherein if R^2 is a substituted group, it is substituted by one or more substituents selected from the group consisting of halogen and W_n , wherein $n = 0-3$, and W is selected from the group consisting of $-\text{NO}_2$, $-\text{C}_{1-3}$ alkyl, $-\text{NH}(\text{O})\text{CH}_3$, $-\text{CF}_3$, $-\text{OCH}_3$, $-\text{F}$, $-\text{Cl}$, $-\text{NH}_2$, $-\text{SO}_2\text{CH}_3$, pyridinyl, phenyl, up to per-halosubstituted phenyl and $\text{C}_1\text{-C}_6$ alkyl substituted phenyl.

15. A method for the treatment of disease mediated by raf kinase, comprising administering a compound of formula I or a pharmaceutically acceptable salt thereof:

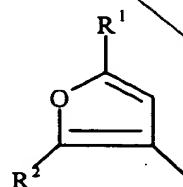


wherein A is a heteroaryl selected from the group consisting of

5 wherein R^1 is selected from the group consisting of $\text{C}_3\text{-C}_{10}$ alkyl, $\text{C}_3\text{-C}_{10}$ cycloalkyl, up to per-halosubstituted $\text{C}_1\text{-C}_{10}$ alkyl and up to per-halosubstituted $\text{C}_3\text{-C}_{10}$ cycloalkyl;



and



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B is a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n ,

wherein n is 0-3 and each X is independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{NO}_2$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $\text{C}_1\text{-C}_{10}$ alkyl, $\text{C}_3\text{-C}_{10}$ cycloalkyl, $\text{C}_6\text{-C}_{14}$ aryl, $\text{C}_7\text{-C}_{24}$ alkaryl, $\text{C}_3\text{-C}_{13}$ heteroaryl, $\text{C}_4\text{-C}_{23}$ alkheteroaryl, substituted $\text{C}_1\text{-C}_{10}$ alkyl, substituted $\text{C}_3\text{-C}_{10}$ cycloalkyl, substituted $\text{C}_4\text{-C}_{23}$ alkheteroaryl and $-\text{Y-Ar}$;

where X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{NO}_2$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$ and halogen up to per-halosubstitution;

wherein R^5 and R^5 are independently selected from H, $\text{C}_1\text{-C}_{10}$ alkyl, $\text{C}_3\text{-C}_{10}$ cycloalkyl, $\text{C}_6\text{-C}_{14}$ aryl, $\text{C}_3\text{-C}_{13}$ heteroaryl, $\text{C}_7\text{-C}_{24}$ alkaryl, $\text{C}_4\text{-C}_{23}$ alkheteroaryl, up to per-halosubstituted $\text{C}_1\text{-C}_{10}$ alkyl, up to per-halosubstituted $\text{C}_3\text{-C}_{10}$ cycloalkyl, up to per-halosubstituted $\text{C}_6\text{-C}_{14}$ aryl and up to per-halosubstituted $\text{C}_3\text{-C}_{13}$ heteroaryl, wherein Y is $-\text{O}-$, $-\text{S}-$, $-\text{N}(\text{R}^5)-$, $-(\text{CH}_2)_m-$, $-\text{C}(\text{O})-$, $-\text{CH}(\text{OH})-$, $-(\text{CH}_2)_m\text{O}-$, $-(\text{CH}_2)_m\text{S}-$, $-(\text{CH}_2)_m\text{N}(\text{R}^5)-$, $-\text{O}(\text{CH}_2)_m-$, $-\text{CHX}^a-$, $-\text{CX}^a_2-$, $-\text{S}-(\text{CH}_2)_m-$ and $-\text{N}(\text{R}^5)(\text{CH}_2)_m-$,

m = 1-3, and X^a is halogen; and

Ar is a 5- or 6-member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1} , wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5$, $-\text{NO}_2$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $\text{C}_1\text{-C}_{10}$ alkyl, $\text{C}_3\text{-C}_{10}$ cycloalkyl, $\text{C}_6\text{-C}_{14}$ aryl, $\text{C}_3\text{-C}_{13}$ heteroaryl, $\text{C}_7\text{-C}_{24}$ alkaryl, $\text{C}_4\text{-C}_{23}$ alkheteroaryl, substituted $\text{C}_1\text{-C}_{10}$ alkyl, substituted $\text{C}_3\text{-C}_{10}$ cycloalkyl, substituted $\text{C}_7\text{-C}_{24}$ alkaryl and substituted $\text{C}_4\text{-C}_{23}$ alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NO}_2$, $-\text{NR}^5\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$ and $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$, and

wherein R^2 is C_6-C_{14} aryl, C_3-C_{14} heteroaryl, substituted C_6-C_{14} aryl or substituted C_3-C_{14} heteroaryl,

wherein if R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and V_n ,

wherein $n = 0-3$ and each V is independently selected from the group consisting of $-CN$, $-CO_2R^5$, $-C(O)NR^5R^5$, $-OR^5$, $-SR^5$, $-NR^5R^5$, $-C(O)R^5$, $-NR^5C(O)OR^5$, $-SO_2R^5$, $-SOR^5$, $-NR^5C(O)R^5$, $-NO_2$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{24} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_6-C_{14} aryl, substituted C_3-C_{13} heteroaryl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{24} alkheteroaryl,

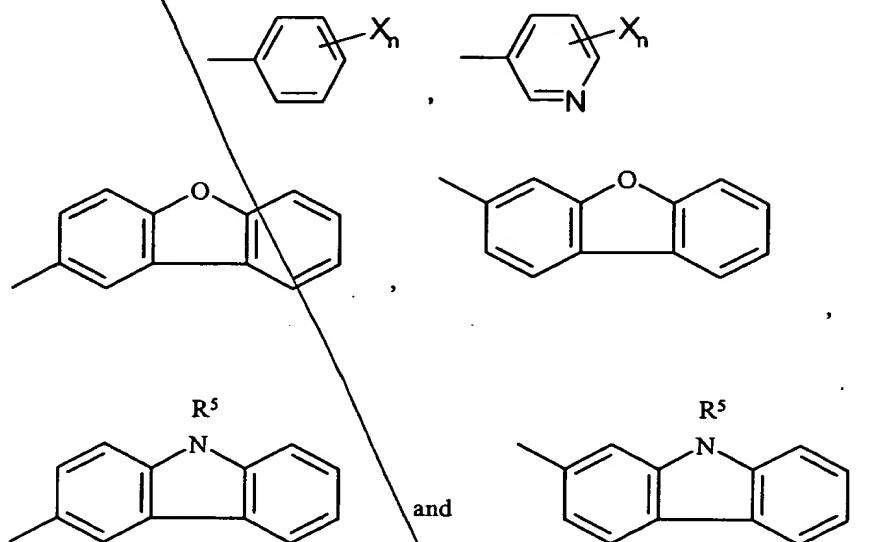
where V is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, $-CN$, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^5$, $-NR^5R^5$, $-OR^5$, $-SR^5$, $-NR^5C(O)R^5$, $-NR^5C(O)OR^5$ and $-NO_2$,

wherein R^5 and R^5 are each independently as defined above.

16. A method as in claim 15, wherein R^2 is selected from substituted or unsubstituted members of the group consisting of phenyl and pyridinyl, and the substituents for R^2 are selected from the group consisting of halogen, up to per-halosubstitution and V_n , wherein $n = 0-3$, and each V is independently selected from the group consisting of substituted and unsubstituted C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_6-C_{10} aryl, $-NO_2$, $-NH_2$, $-C(O)-C_{1-6}$ alkyl, $-C(O)N-(C_{1-6}$ alkyl) $_2$, $-C(O)NH-C_{1-6}$ alkyl, $-O-C_{1-6}$ alkyl, $-NHC(O)H$, $-NHC(O)OH$, $-N(C_{1-6}$ alkyl) $C(O)-C_{1-6}$ alkyl, $-N-(C_{1-6}$ alkyl) $C(O)-C_{1-6}$ alkyl, $-NHC(O)-C_{1-6}$ alkyl, $-NHC(O)O-C_{1-6}$ alkyl, $-S(O)-C_{1-6}$ alkyl and $-SO_2-C_{1-6}$ alkyl,

wherein if V is a substituted group, it is substituted by one or more halogen, up to per-halosubstitution.

17. A method as in claim 15, wherein B is up to a tricyclic aromatic ring structure selected from the group consisting of



which is substituted or unsubstituted by halogen, up to per-halosubstitution, and wherein

$n = 0-3$ and

5 each X is independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{NO}_2$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_7 - C_{24} alkaryl, C_3 - C_{13} heteroaryl, C_4 - C_{23} alkheteroaryl, and substituted C_1 - C_{10} alkyl, substituted C_3 - C_{10} cycloalkyl, substituted C_4 - C_{23} alkheteroaryl and $-\text{Y-Ar}$;

10 wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^5$, $-\text{C}(\text{O})\text{R}^5$, $-\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{OR}^5$, $-\text{SR}^5$, $-\text{NR}^5\text{R}^5$, $-\text{NO}_2$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $-\text{NR}^5\text{C}(\text{O})\text{OR}^5$ and halogen up to per-halosubstitution;

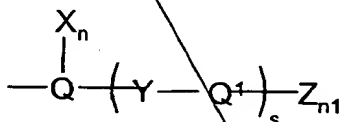
15 wherein R^5 and R^5 are independently selected from H, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} heteroaryl, C_7 - C_{24} alkaryl, C_4 - C_{23} alkheteroaryl, up to per-halosubstituted C_1 - C_{10} alkyl, up to per-halosubstituted C_3 - C_{10} cycloalkyl, up to per-halosubstituted C_6 - C_{14} aryl and up to per-halosubstituted C_3 - C_{13} heteroaryl,

wherein Y is $-\text{O}-$, $-\text{S}-$, $-\text{N}(\text{R}^5)-$, $-(\text{CH}_2)_m-$, $-\text{C}(\text{O})-$, $-\text{CH}(\text{OH})-$, $-(\text{CH}_2)_m\text{O}-$,

$-(CH_2)_mS-$, $-(CH_2)_mN(R^5)-$, $-O(CH_2)_m-$, $-CHX^a-$, $-CX^a_2-$, $-S-(CH_2)_m-$ and $-N(R^5)(CH_2)_m-$,
 $m = 1-3$, and X^a is halogen; and

Ar is a 5- or 6-member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1} , wherein $n1$ is 0 to 3 and each Z is independently selected from the group consisting of $-CN$, $-CO_2R^5$, $-C(O)NR^5R^5$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^5$, $-NR^5C(O)OR^5$, $-NR^5C(O)R^5$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl; wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of $-CN$, $-CO_2R^5$, $-C(O)NR^5R^5$, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^5$, $-NR^5C(O)R^5$ and $-NR^5C(O)OR^5$.

18. A method of claim 15, wherein B is



wherein

Y is selected from the group consisting of $-O-$, $-S-$, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, $-CH(OH)-$, $-C(O)-$, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$ and $-OCH_2-$,

X^a is halogen,

Q is a six member aromatic structure containing 0-2 nitrogen, substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution,

X, Z, n and $n1$ are as defined in claim 15, and $s = 0$ or 1.

19. A method as in claim 18, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

B4
cont₅

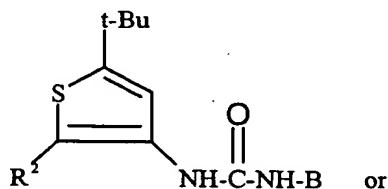
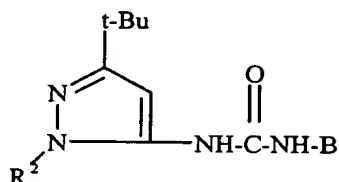
Q' is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo substitution, or Y-Q' is phthalimidinyl substituted or unsubstituted by halogen up to per-halo substitution, and

Z and X are independently selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1 - C_{10} -alkyl or C_3 - C_{10} -cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3 - C_{10} -alkyl, C_3 - C_6 -cycloalkyl and C_6 - C_{10} -aryl, wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

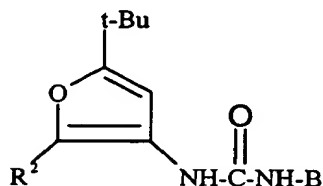
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20. A method as in claim 18, wherein Q is phenyl, Q' is phenyl or pyridinyl, Y is $-O-$, $-S-$ or $-CH_2-$, and X and Z are independently Cl, F, NO_2 or CF_3 .

21. A method as in claim 15, which comprises administering a compound of one of the formulae



or



wherein B and R^2 are as defined in claim 15.

22. A method as in claim 21, wherein R^2 is selected from substituted and unsubstituted members of the group consisting of phenyl or pyridinyl, wherein if R^2 is a substituted group, it is substituted by one or more substituents selected from the group consisting of halogen and W_n , wherein $n = 0-3$, and W is selected from the group consisting of $-NO_2$, $-C_{1-3}$ alkyl, $-NH(O)CH_3$, $-CF_3$, $-OCH_3$, $-F$, $-Cl$, $-NH_2$, $-SO_2CH_3$, pyridinyl, phenyl, up to per-halosubstituted phenyl and C_1-C_6 alkyl substituted phenyl.

Sub C8
23. A method as in claim 15, comprising administering an amount of compound of formula I effective to inhibit raf.

24. A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

Push B5
25. A pharmaceutical composition comprising a compound of claim 2 and a pharmaceutically acceptable carrier.